

out from Plaintiffs' website located at www.icbinb.com featuring Plaintiffs' "original" I CAN'T BELIEVE IT'S NOT BUTTER products.

25. As a result of this time and effort, extensive promotion and advertising, and many substantial sums spent developing and marketing Plaintiffs' COUNTRY CROCK brand (including the COUNTRY CROCK, CHURN STYLE brand) and I CAN'T BELIEVE IT'S NOT BUTTER! brand (including the "original" I CAN'T BELIEVE IT'S NOT BUTTER! brand) products, their COUNTRY CROCK, CHURN STYLE and I CAN'T BELIEVE IT'S NOT BUTTER! Intellectual Property have acquired and maintained an outstanding celebrity and fame symbolizing the substantial and material good will that Plaintiffs have created for the COUNTRY CROCK, CHURN STYLE and I CAN'T BELIEVE IT'S NOT BUTTER! Intellectual Property throughout the United States.

26. Because of the extensive promotion and use of the Plaintiffs' Intellectual Property, Plaintiffs' Intellectual Property has acquired enormous value and secondary meaning. Plaintiffs' Intellectual Property has become extremely well known to the consuming public and trade as identifying and distinguishing Plaintiffs' COUNTRY CROCK and I CAN'T BELIEVE IT'S NOT BUTTER! brand products from those of their competitors.

B. Defendants' Unlawful Activities

27. Upon information and belief, all of B.B.L.'s activities and operations are controlled in whole or in part by Feldman.

28. Upon information and belief, Defendants B.B.L. and Feldman (collectively, "Defendants") manufacture, market, distribute and sell their BOY BUTTER and YOU WON'T BELIEVE IT'S NOT BOY BUTTER personal lubricant products through retail establishments and online retailers (including Amazon.com and Pricegrabbers.com) throughout the United

States and around the world. According to B.B.L.'s web site located at www.boybutterlubes.com and www.boybutter.com (the "Boy Butter Websites"), B.B.L. is the worldwide distributor of BOY BUTTER and YOU WON'T BELIEVE IT'S NOT BOY BUTTER personal lubricant products and markets, distributes and sells the products in the United States, Australia, Austria, Belgium, Canada, France, Germany, Italy, Netherlands, Norway, Switzerland and the United Kingdom. Annexed hereto as Exhibit 7 are copies of digital photographs of representative samples of Defendants' BOY BUTTER and YOU WON'T BELIEVE IT'S NOT BOY BUTTER personal lubricant products (also collectively, the "Infringing Products").

29. According to the Boy Butter Websites and other sources, Defendants market and promote their BOY BUTTER and YOU WON'T BELIEVE IT'S NOT BOY BUTTER products through sexually-oriented trade shows and conventions (such as International Mr. Leather Conventions) and through advertisements, sponsorships and publicity on pornographic and/or explicit sexually-themed websites and/or publications. Annexed hereto as Exhibits 8 and 9 respectively are print-outs from Defendants' Boy Butter website located at www.boybutter.com and various blogs and articles describing Defendants' marketing and promotion of their personal lubricant products through sexually-oriented trade shows, conventions, websites and publications.

30. Defendants' BOY BUTTER products list neither the name nor place of the manufacturer or distributor of those products. Defendants' YOU WON'T BELIEVE IT'S NOT BOY BUTTER products do not list the place of manufacture. In addition, not all of Defendants' YOU WON'T BELIEVE IT'S NOT BOY BUTTER products list the name of the distributor of the products. Defendants have promoted their products as personal lubricants and for cosmetic

uses. Annexed hereto as Exhibit 10 are interviews, articles, press releases and advertisements printed from the Boy Butter Website demonstrating that Defendants' promotion of their BOY BUTTER products as personal lubricant and cosmetic products.

31. Defendants claim that BOY BUTTER products are edible. In addition, Defendants' BOY BUTTER products are labeled Kosher representing that they have passed the Kosher certification process for edible products. Annexed hereto as Exhibit 11 are interviews, articles, press releases and advertisements printed from the Boy Butter Website demonstrating Defendants' promotion of their BOY BUTTER personal lubricants as edible products.

Defendants' Misappropriation of the COUNTRY CROCK, CHURN STYLE Intellectual Property

32. Defendants' BOY BUTTER product is a vegetable oil-based personal lubricant and comes in packaging that is highly similar to the trade dress used by Plaintiffs in connection with their COUNTRY CROCK, CHURN STYLE brand products. Defendants' BOY BUTTER products feature trade dress that includes the following elements:

- The term BOY BUTTER printed in similar stylized lettering and at an almost identical semi-elliptical angle as that used by Plaintiffs to present their mark COUNTRY CROCK on their COUNTRY CROCK brand products.
- Defendants' BOY BUTTER products also feature a solid colored oval surrounded by designs similar to the distinctive designs which appear on Plaintiffs' COUNTRY CROCK brand products.
- Defendants' oval design is nearly identical in appearance and positioning to the oval design used by Plaintiffs on their COUNTRY CROCK brand products and—like Plaintiffs' design—features words within the oval design. In fact, Defendants' oval design features Plaintiffs' CHURN STYLE Mark, which also appears prominently on Plaintiffs' COUNTRY CROCK, CHURN STYLE brand products.
- Underneath the name BOY BUTTER, there is a large blue banner featuring the term PERSONAL LUBRICANT—this banner is almost identical in terms of appearance, angle, positioning and the incorporation of prominent word

components in blue lettering to the banner which appears on Plaintiffs' COUNTRY CROCK, CHURN STYLE brand products.

- Beneath the banner, there is a blue colored illustration of a man using a churn that is framed in a semi-ellipsis, which is similar to the design-illustration of a woman operating a churn featured on the COUNTRY CROCK, CHURN STYLE product packaging. In the background of the illustration of the man, there is an illustration of a sun with rays of sunshine radiating from its center. The commercial impression, appearance and placement of the illustration are highly similar to the churn and sun designs used on product packaging of COUNTRY CROCK, CHURN STYLE brand products.
- Defendants' BOY BUTTER products feature a yellow and blue color scheme which is highly similar to the color scheme and indeed incorporates almost identical shades of blue and yellow as used on Plaintiffs' COUNTRY CROCK, CHURN STYLE brand products.

Annexed hereto as Exhibit 12 are digital photographs of representative samples of Defendants' BOY BUTTER personal lubricant products.

33. Defendants' unauthorized misappropriation and use of so many of the distinctive elements of the COUNTRY CROCK, CHURN STYLE Intellectual Property constitutes a deliberate attempt to trade upon the goodwill and reputation of Plaintiffs' famous products and intellectual property. Indeed, in interviews promoted on the B.B.L. Website, Eyal Feldman, Chief Executive Officer and President of B.B.L., has openly admitted that B.B.L. knowingly and willfully adopted the infringing elements with the deliberate intention of capitalizing upon Plaintiffs' "iconic" logos, valuable goodwill and intellectual property: "I took an economics class in high school. We had a lesson on American logos that have been around for so long that they are iconic and people are comfortable with them. I took two logos—Arm & Hammer and Country Crock—and combined elements of both" and "I came up with the idea to merge two very popular logos like Shedd Spread and Baking Soda." Print-outs of these interviews, which are published and promoted on the B.B.L. Website, are annexed hereto as Exhibit 13.

Defendants' Misappropriation of the I CAN'T BELIEVE IT'S NOT BUTTER! Intellectual Property

34. Not satisfied with merely stealing and illegally profiting from Plaintiffs' COUNTRY CROCK, CHURN STYLE Intellectual Property, Defendants embarked upon a new scheme to expand their willful infringement of Plaintiffs' intellectual property through the introduction of a new line of infringing product variants and television advertising campaign. The new variants are water-based personal lubricants and are promoted and sold under the mark YOU WON'T BELIEVE IT'S NOT BOY BUTTER.

35. Defendants' YOU WON'T BELIEVE IT'S NOT BOY BUTTER product packaging features trade dress, trademarks and logos that are confusingly similar to those used by Plaintiffs in connection with Plaintiffs' COUNTRY CROCK, CHURN STYLE and I CAN'T BELIEVE IT'S NOT BUTTER! brand products. Some of the similarities include the following:

- Defendants' YOU WON'T BELIEVE IT'S NOT BOY BUTTER products feature the name BOY BUTTER printed in similar stylized lettering and at an almost identical semi-elliptical angle as that used by Plaintiffs' for the mark COUNTRY CROCK.
- Above the term BOY BUTTER and slightly to the left, the term YOU WONT BELIEVE IT'S NOT appears in a stylized blue lettering printed at an angle against a yellow background and surrounded by the outline of a red ellipsis. A thin solid-red colored swirl forms the top half of the ellipsis and a thick solid-red colored banner forms its bottom half. The YOU WON'T BELIEVE IT'S NOT BOY BUTTER name and design are confusingly similar to the I CAN'T BELIEVE IT'S NOT BUTTER! Logo.
- Defendants' BOY BUTTER products feature an identical solid colored oval surrounded by designs similar to the distinctive designs which appear on Plaintiffs' COUNTRY CROCK, CHURN STYLE brand products.
- Defendants' oval design is almost identical in appearance and positioning to the design used by Plaintiffs on their COUNTRY CROCK, CHURN STYLE brand products and—like Plaintiffs' design—features words within the oval design.
- Underneath the term BOY BUTTER, there is a bright yellow banner featuring the term PERSONAL LUBRICANT—this banner is almost identical in terms of

appearance, color, angle, positioning and the incorporation of prominent word components to the banner which appears on Plaintiffs' COUNTRY CROCK, CHURN STYLE brand products.

- Beneath the banner, there is a blue colored illustration of a man using a churn which is framed in a semi-ellipsis. In the background of the illustration, there is an illustration of a sun with rays of sunshine radiating from its center. The commercial impression, appearance and placement of the churn and sun design are confusingly similar to the designs used on product packaging of COUNTRY CROCK, CHURN STYLE brand products.
- Underneath the semi-ellipsis featuring the illustration of the man operating the churn and the sun, Defendants' products feature a small yellow banner containing descriptive terminology printed in blue lettering and which is surrounded by distinctive designs on the right and left hand sides. The banner on Defendants' YOU WON'T BELIEVE IT'S NOT BOY BUTTER products is extremely similar to the small yellow banner containing descriptive terminology printed in blue lettering and surrounded by distinctive designs featured on Plaintiffs' COUNTRY CROCK, CHURN STYLE products. In addition, on both products, the banner is placed in the same position—underneath a semi-ellipsis featuring an illustration of a person operating a churn and a sun design.

Annexed hereto as Exhibit 14 are digital photographs of representative samples of Defendants' YOU WON'T BELIEVE IT'S NOT BOY BUTTER products.

36. Upon information and belief, Defendants are also marketing and distributing the infringing BOY BUTTER and YOU WON'T BELIEVE IT'S NOT BOY BUTTER products through their national distribution network which includes major drug store chains and online retailers such as Amazon.com and Pricegrabber.com. Annexed hereto as Exhibit 15 is a list of retail locations and online retailers, which was published on Defendants' B.B.L. Website, that Defendants claim market Defendants' BOY BUTTER and YOU WON'T BELIEVE IT'S NOT BOY BUTTER products.

37. A search of the term "BELIEVE" combined with the term "BUTTER" on Amazon.com and Pricegrabbers.com garners hits for Defendants' YOU WON'T BELIEVE IT'S NOT BOY BUTTER and Plaintiffs' I CAN'T BELIEVE IT'S NOT BUTTER! products. Given